

LISTING APPLICATION TO
NEW YORK STOCK EXCHANGE, INC.

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CORPORATION FILE

B-4673
October 22, 1974

McDONALD'S CORPORATION

197,643 Additional Shares of Common Stock
(Without Par Value)

In Connection with McDonald's Corporation
1973 Stock Option Plan

Number of Shares of Common Stock Issued as of October 24, 1974: 39,919,659 (including 5,406 Treasury Shares)	Number of Stockholders of Record as of October 25, 1974: 22,370
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DESCRIPTION OF TRANSACTION

On May 6, 1974, the stockholders of McDonald's Corporation ("the Company") approved the reservation of an additional 197,643 shares of Common Stock for issuance on exercise of options to be granted under the Company's 1973 Stock Option Plan ("Plan"). Reference is made to Listing Application B-3615, dated October 24, 1973 for the text of the Plan.

Of the consideration to be received for each share of Common Stock issued upon the exercise of the options, \$0.1112 representing the stated value per share will be credited on the books of the Company to the Common Stock account and the balance will be credited to the Additional Paid-in Capital account. The net proceeds received by the Company from the sale of Common Stock upon the exercise of options will constitute general funds of the Company.

RECENT DEVELOPMENTS

Since the last annual report of the Company, there have been no important developments affecting the Company or its business which have not received publicity.

AUTHORITY FOR ISSUANCE

On February 11, 1974, the Company's Board of Directors authorized the reservation of an additional 197,643 shares of Common Stock issuable under the Plan subject to stockholder approval. At their annual meeting, held on May 6, 1974, the stockholders, by an affirmative vote of the holders of more than a majority of the Company's outstanding Common Stock, approved the reservation of the additional shares of Common Stock under the Plan.

OPINION OF COUNSEL

In connection with the filing of this Application, Donald P. Horwitz, will render an opinion to the effect that: (1) the issuance of the shares of Common Stock of the Company covered by this applica-

tion has been duly authorized; (2) when issued the shares of Common Stock of the Company will be validly issued, fully paid and non-assessable; and no personal liability will attach to the holding of such shares under the existing statutes of Delaware, the state in which the Company is incorporated, or under the existing statutes of Illinois, the state in which the Company's principal office is located; (3) the additional shares of Common Stock reserved for issuance under the Plan have been registered with the Securities and Exchange Commission under the Securities Act of 1933; (4) registration of the shares of Common Stock to be issued is not required under the Securities Exchange Act of 1934 because such shares are of a class previously registered under the Act.

UNDERTAKING

In connection with the additional shares of Common Stock reserved for issuance under the Plan referred to herein, the Company filed its Registration Statement on Form S-8 under the Securities Act of 1933 covering the 197,643 shares of Common Stock, and will not issue any of said shares until the Registration Statement or any amendment thereto is effective.

McDONALD'S CORPORATION..

By Richard J. Boylan
Senior Executive Vice President

The New York Stock Exchange, Inc. hereby authorizes for listing, upon official notice of issuance 197,643 additional shares of Common Stock, without Par Value, of McDonald's Corporation upon the exercise of options granted or to be granted pursuant to the Company's 1973 Stock Option Plan, making a total of 42,131,909 shares of Common Stock authorized for listing.

MERLE S. WICK, Vice President
Division of Stock List

JAMES J. NEEDHAM, Chairman of the Board
New York Stock Exchange, Inc.